

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-11075; 34-95126; 39-2544; IC-34620]

Adoption of Updated EDGAR Filer Manual

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (“Commission”) is adopting amendments to Volume II of the Electronic Data Gathering, Analysis, and Retrieval system (“EDGAR”) Filer Manual (“Filer Manual”) and related rules and forms. The EDGAR system was upgraded on June 21, 2022.

DATES: *Effective date:* [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER]. The incorporation by reference of the Filer Manual is approved by the Director of the *Federal Register* as of [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER].

FOR FURTHER INFORMATION CONTACT: For questions regarding the amendments to Volume II of the Filer Manual and related rules, please contact Rosemary Filou, Deputy Director and Chief Counsel, or Daniel Chang, Senior Special Counsel, in the EDGAR Business Office at (202) 551-3900. For questions concerning the payment of filing fees, please contact Luba Dinits in the Office of Financial Management at (202) 551-3839. For legal compliance questions on structured data requirements for Forms N-1A, N-2, and N-3, please contact the Chief Counsel’s Office in the Division of Investment Management at (202) 551-6825. For technical questions on structuring Forms N-1A, N-2, and N-3, please contact the Office of Structured Disclosure in the Division of Economic

and Risk Analysis at (202) 551-5494. For questions regarding Form X-17A-5 Part III with regards to foreign non-broker-dealer security-based swap dealers and major security-based swap participants relying on a Commission substituted compliance order, please contact Randall Roy, Deputy Associate Director, at (202) 551-5522, or Valentina Deng, Special Counsel, at (202) 551-5778 in the Division of Trading and Markets. For questions concerning taxonomies or schemas, please contact the Office of Structured Disclosure in the Division of Economic and Risk Analysis at (202) 551-5494. For questions regarding new submission form type SPDSCL, please contact Chris Windsor, Senior Special Counsel, in the Division of Corporation Finance at (202) 551-3419. For questions regarding obsolete exhibits to be removed from certain form types, please contact Heather Mackintosh, EDGAR Liaison in the Division of Corporation Finance at (202) 551-8111. For questions about EDGAR updates to prevent a firm from amending another firm's MA-I, please contact Mark Stewart, Attorney Adviser, in the Office of Municipal Securities, at (202) 551-4410.

SUPPLEMENTARY INFORMATION: We are adopting an updated Filer Manual, Volume II: "EDGAR Filing," Version 62 (June 2022) and amendments to 17 CFR 232.301 ("Rule 301"). The updated Filer Manual volume is incorporated by reference into the Code of Federal Regulations.

I. BACKGROUND

The Filer Manual contains information needed for filers to make submissions on EDGAR. Filers must comply with the applicable provisions of the Filer Manual in order to assure the timely acceptance and processing of filings made in electronic format.¹ Filers

¹ See Rule 301 of Regulation S-T.

should consult the Filer Manual in conjunction with our rules governing mandated electronic filings when preparing documents for electronic submission.

II. EDGAR SYSTEM CHANGES AND ASSOCIATED MODIFICATIONS TO VOLUME II OF THE FILER MANUAL

EDGAR was updated in Releases 22.1.1, 22.1.2, and 22.2, and corresponding amendments to Volume II of the Filer Manual are being made to reflect these changes, as described below.²

On December 2, 2021, the Commission adopted final amendments that revised Forms 20-F, 40-F, 10-K, and N-CSR to implement the disclosure and submission requirements of the “Holding Foreign Companies Accountable Act” (“HFCAA”).³ The final amendments mandated that a registrant identified by the Commission as having filed an annual report audited by a firm that the Public Company Accounting Oversight Board is unable to inspect or investigate completely must provide documentation in a publicly available EDGAR submission demonstrating that it is not owned or controlled by a governmental entity in a foreign jurisdiction.

In order to assist filers in meeting their obligations,⁴ EDGAR Release 22.2 introduced new submission form type “SPDSCL,” a generic EDGAR submission that can have various additional “categories” that can be designated to meet Commission needs for

² Release 22.1 was deployed on April 18, 2022, Release 22.1.2 was deployed on May 31, 2022, and Release 22.2 was deployed on June 21, 2022.

³ Holding Foreign Companies Accountable Act Disclosure, Release 34-93701 (Dec. 2, 2021) [86 FR 70027 (Dec. 9, 2021)] (“HFCAA Adopting Release”).

⁴ Release No. 34-93701 required that the documentation be included in a “publicly available” EDGAR filing, made prior to or accompanying a Commission-Identified Issuer’s annual report for the year following their identification. While an issuer could choose to submit the information with a 6-K, 8-K or with the annual report, the new submission type will facilitate submission and clarify that non-public submissions, like correspondence, are not responsive.

future supplemental submissions. The first “category” is “HFCAA-GOV” to allow Commission-Identified Issuers to submit their required government control documentation to comply with the HFCAA.⁵ Future applications could include other HFCAA submissions, or other notices to the Commission required by subsequent rulemakings. The new submission type and category will assist both the public and staff to easily identify the required documentation submitted by Commission-Identified Issuers.

The Filer Manual is also being updated to more fully reflect new filing fee payment methods and elimination of check payments, pursuant to the “Filing Fee Disclosure and Payment Methods Modernization” rulemaking.⁶ On May 31, 2022, EDGAR Release 22.1.2 introduced changes to EDGAR to allow filers to pay filing fees via credit card, debit card, and Automated Clearing House debit payment methods. The changes were communicated to the public on March 21, 2022, in EDGAR Release 22.1, and in the public announcement, “New Filing Fee Payment Methods in EDGAR and Elimination of Check Payments.”

The Commission has issued substituted compliance orders⁷ permitting certain foreign firms to file their annual audit pursuant to their home country’s laws rather than pursuant to the Commission’s rules, as long as they also send a copy of such annual financial statements to the Commission in the manner specified on the Commission’s website. In accordance with these orders, the “Oath or Affirmation” and “Notary Public”

⁵ See HFCAA Adopting Release, *supra* note 3, at Section II.E (discussing determination of Commission-Identified Issuers).

⁶ Filing Fee Disclosure and Payment Methods Modernization, Release 33-10997 (Oct. 13, 2021) [86 FR 70166 (Dec. 9, 2021)].

⁷ See, e.g., Order Granting Conditional Substituted Compliance in Connection with Certain Requirements Applicable to Non-U.S. Security-Based Swap Dealers and Major Security-Based Swap Participants Subject to Regulation in the United Kingdom, Release 34-92529 (July 30, 2021), [86 FR 43318 (Aug. 6, 2021)]; Order Granting Conditional Substituted Compliance in Connection With Certain Requirements Applicable to Non-U.S. Security-Based Swap Dealers Subject to Regulation in the Swiss Confederation, Release 34-93284 (Oct. 8, 2021), [86 FR 57455 (Oct. 15, 2021)].

sections of the Form X-17A-5 Part III will not be viewable by foreign non-broker-dealer security-based swap dealers and major security-based swap participants relying on a Commission substituted compliance order. The Filer Manual is being updated accordingly.

EDGAR Release 22.2 also made general functional enhancements to EDGAR, for which revisions are being made to the Filer Manual.

EDGAR was updated to accept the 2022 version of the IFRS taxonomy and the 2022Q2 version of the Variable Insurance Product taxonomy. For XBRL taxonomies that have versions from three years outstanding, the versions from the earliest year will be removed. Please see <https://www.sec.gov/info/edgar/edgartaxonomies.shtml> for a complete list of supported standard taxonomies. The Filer Manual is being updated accordingly.

EDGAR was also updated to remove the following exhibits that were removed by the Disclosure Update and Simplification rule.⁸ The following exhibits were removed from the following form types and their amendments:

- Exhibit 11: Statement re computation of per share earnings [Forms S-1, S-4, S-11, F-1, F-4, 10-K, 10-Q, 10]
- Exhibit 12: Statements re computation of ratios [Forms S-1, S-3, S-4, S-11, F-1, F-4, 10, 10-K]
- Exhibit 19: Report furnished to security holders [Form 10-K]
- Exhibit 26: Invitations for competitive bids [Forms S-3, SF-1, SF-3, S-4, F-1, F-3, F-4]

Filers who have a file number beginning with 001- may now use submission form

⁸ Disclosure Update and Simplification, Release 33-10532 (Aug. 17, 2018) [83 FR 50148 (Oct. 4, 2018)].

types 15-12G and 15-12G/A to give notice of termination of registration of a class of securities under Section 12(g) of the Securities Exchange Act of 1934. Submission form types 15-12B and 15-12B/A are revoked.

Technical corrections were made to sections 6.5.21, 6.5.40, 6.5.55, 6.5.56, and 6.16.11 of Volume II of the Filer Manual to clarify data validations for submissions by investment companies registered on Forms N-1A, N-2, or N-3.

Volume II of the Filer Manual is also being amended to address minor software changes made in EDGAR on April 18, 2022, pursuant to EDGAR Release 22.1.1. Specifically, EDGAR was updated to prevent a firm from amending another firm's MA-I, and the N-CEN XML schema `eis_Common.xsd` file was updated to correct the attachment list.

IV. AMENDMENTS TO RULE 301 OF REGULATION S-T

Along with the adoption of the updated Filer Manual, we are amending Rule 301 of Regulation S-T to provide for the incorporation by reference into the Code of Federal Regulations of the current revisions. This incorporation by reference was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR part 51.

The updated EDGAR Filer Manual is available at <https://www.sec.gov/edgar/filer-information/current-edgar-filer-manual>.

V. ADMINISTRATIVE LAW MATTERS

Because the Filer Manual, and rule amendments, relate solely to agency procedures or practice and do not substantially alter the rights and obligations of non-agency parties, publication for notice and comment is not required under the

Administrative Procedure Act (“APA”).⁸ It follows that the amendments do not require analysis under requirements of the Regulatory Flexibility Act⁹ or a report to Congress under the Small Business Regulatory Enforcement Fairness Act of 1996.¹⁰

The effective date for the updated Filer Manual and related rule amendments is [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER]. In accordance with the APA,¹¹ we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The Commission believes that establishing an effective date less than 30 days after publication of these rules is necessary to coordinate the effectiveness of the updated Filer Manual with the related system upgrades.

VI. STATUTORY BASIS

We are adopting the amendments to Regulation S-T under the authority in Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,¹² Sections 3, 12, 13, 14, 15, 15B, 23, and 35A of the Securities Exchange Act of 1934,¹³ Section 319 of the Trust Indenture Act of 1939,¹⁴ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹⁵

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

⁸ 5 U.S.C. 553(b)(A).

⁹ 5 U.S.C. 601 through 612.

¹⁰ 5 U.S.C. 804(3)(C).

¹¹ 5 U.S.C. 553(d)(3).

¹² 15 U.S.C. 77f, 77g, 77h, 77j, and 77s(a).

¹³ 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78o-4, 78w, and 78ll.

¹⁴ 15 U.S.C. 77sss.

¹⁵ 15 U.S.C. 80a-8, 80a-29, 80a-30, and 80a-37.

Text of the Amendments

In accordance with the foregoing, title 17, chapter II of the Code of Federal Regulations is amended as follows:

PART 232 REGULATION S-T -- GENERAL RULES AND REGULATIONS FOR ELECTRONIC FILINGS

1. The general authority citation for part 232 continues to read as follows:

Authority: 15 U.S.C. 77c, 77f, 77g, 77h, 77j, 77s(a), 77z-3, 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll, 80a-6(c), 80a-8, 80a-29, 80a-30, 80a-37, 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

2. Section 232.301 is revised to read as follows:

§ 232.301 EDGAR Filer Manual.

Filers must prepare electronic filings in the manner prescribed by the EDGAR Filer Manual, promulgated by the Commission, which sets forth the technical formatting requirements for electronic submissions. The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 62 (June 2022). All of these provisions have been incorporated by reference into the Code of Federal Regulations, which action was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR part 51. You must comply with these requirements in order for documents to be timely received and accepted. The EDGAR Filer Manual is available at <https://www.sec.gov/edgar/filer-information/current-edgar-filer-manual>. You can also inspect the document at the National Archives and Records Administration (NARA). For information on the availability of this material at NARA,

email fr.inspection@nara.gov, or go to: <https://www.archives.gov/federal-register/cfr/ibr-locations.html>.

By the Commission.

Dated: June 21, 2022.

Vanessa A. Countryman,
Secretary.